

UNITED STATES DISTRICT COURT  
MIDDLE DISTRICT OF PENNSYLVANIA

|  |   |                                   |
|--|---|-----------------------------------|
| JERRY HERING, Individually and on        | ) | Civ. Action No. 1:15-cv-02440-JEJ |
| Behalf of All Others Similarly Situated, | ) |                                   |
|  | ) | <u>CLASS ACTION</u>               |
| Plaintiff,                               | ) |                                   |
| vs.                                      | ) | SUPPLEMENTAL DECLARATION          |
|  | ) | OF DEBORAH R. GROSS IN            |
|  | ) | SUPPORT OF LEAD PLAINTIFF'S       |
| RITE AID CORPORATION, et. al.,           | ) | MOTION FOR LEAVE TO FILE AN       |
|  | ) | AMENDED COMPLAINT                 |
| Defendants.                              | ) |                                   |
|  | ) |                                   |
| _____                                    | ) |                                   |

I, DEBORAH R. GROSS, declare as follows:

1. I am an attorney at the law firm of Kaufman, Coren & Ress, P.C., counsel for Lead Plaintiff in the above-captioned case. I am a member in good standing of the Bar of Pennsylvania. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, could and would testify competently to such facts under oath.

2. Attached is a true and correct copy of the following exhibit:

Exhibit A: *In re Rite Aid Corp. S'holders Litig.*, C.A. No. 11663-CB, Order Voluntarily Dismissing Action (Del. Ch. Mar. 11, 2016).

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of October, 2017, at Philadelphia, Pennsylvania.

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*s/ Deborah R. Gross*  
DEBORAH R. GROSS

# **EXHIBIT A**



**GRANTED WITH MODIFICATIONS**

EFiled: May 11 2016 10:28AM EDT  
Transaction ID: 58590003  
Case No. 11663-CB

**IN THE COURT OF CHANCERY IN THE STATE OF DELAWARE**

**IN RE RITE AID CORPORATION  
STOCKHOLDERS LITIGATION**

**CONSOLIDATED  
C.A. No. 11663-CB**

**STIPULATION AND [PROPOSED] ORDER REGARDING  
NOTICE OF PAYMENT OF ATTORNEYS' FEES AND  
REIMBURSEMENT OF EXPENSES AND DISMISSAL**

**WHEREAS**, on March 11, 2016, the Court entered the Notice and [Proposed] Order Voluntarily Dismissing the Action as Moot and Retaining Jurisdiction to Determine Plaintiffs' Counsel's Application for an Award of Attorneys' Fees & Expenses in the above-captioned action (the "Action"), pursuant to which the Court retained jurisdiction solely for the purpose of determining Plaintiffs' counsel's anticipated application for an award of attorneys' fees and reimbursement of expenses (the "Dismissal Order") (Dkt. 27);

**WHEREAS**, at the time the Court entered the Dismissal Order, no attorneys' fees or reimbursement of expenses were promised to Plaintiffs' counsel, and there was no promise that any attorneys' fees or reimbursement of expenses would be agreed to by Defendants;

**WHEREAS**, following filing of the Dismissal Order, Plaintiffs' counsel and Defendants' counsel engaged in arm's-length discussions regarding the payment of attorneys' fees and reimbursement of expenses to Plaintiffs' counsel;

**WHEREAS**, Rite Aid Corporation ("Rite Aid") subsequently has agreed to pay Plaintiffs' counsel a fee of \$75,000;

**WHEREAS**, the Court has not been asked to review, and will pass no judgment on, the payment or amount of the \$75,000 agreed-upon fee or its reasonableness;

**WHEREAS**, the parties now seek an order from the Court closing the Action;

**IT IS HEREBY STIPULATED AND AGREED**, subject to the approval of the Court, that:

1. Following the entry of this Stipulation and Order (the “Order”), Plaintiffs’ counsel shall publish notice substantially in the form attached hereto as Exhibit A (the “Notice”) in PR Newswire, explaining that Rite Aid has agreed to pay Plaintiffs’ counsel a fee in the amount of \$75,000. Such publication shall constitute adequate notice to the stockholders of Rite Aid for purposes of Court of Chancery Rule 23(e).

2. Plaintiffs’ counsel shall file with the Court an affidavit that the Notice has been made (the “Affidavit”) in accordance with paragraph 1 above no later than (3) business days after the Notice is published.

3. Upon the filing of the Affidavit,

- A. The Court will no longer retain jurisdiction over the Action;
- B. Under Court of Chancery Rule 54, the dismissal will be final;
- C. The Action will be closed for all purposes; and
- D. Rite Aid shall pay Plaintiffs’ counsel fees in the amount of \$75,000 within ten (10) days of the date of the entry of the Order to an account designated by Plaintiffs’ counsel.

OF COUNSEL:

**ROBBINS ARROYO LLP**

BRIAN J. ROBBINS  
STEPHEN J. ODDO  
600 B Street, Suite 1900  
San Diego, CA 92101  
Tel.: (619) 525-3990  
Fax: (619) 525-3991

**KAHN SWICK & FOTI, LLC**

KIM E. MILLER  
250 Park Avenue, Suite 2040  
New York, NY 10177  
Tel.: (212) 696-3730  
Fax: (504) 455-1400

MICHAEL J. PALESTINA

206 Covington Street  
Madisonville, LA 70447  
Tel.: (504) 455-1400  
Fax: (504) 455-1498

*Co-Lead Counsel for Plaintiffs*

**ANDREWS & SPRINGER, LLC**

By: /s/ Peter B. Andrews  
Peter B. Andrews (# 4623)  
Craig J. Springer (# 5529)  
3801 Kennett Pike  
Building C, Suite 305  
Wilmington, DE 19807  
Tel: (302) 504-4957  
Fax: (302) 397-2681

*Delaware Counsel for Plaintiffs*

**POTTER ANDERSON &  
CORROON LLP**

By: /s/ Kevin Shannon  
Kevin Shannon (#3137)  
1313 North Market Street  
Hercules Plaza, 6th Floor  
Wilmington, DE 19801  
Tel.: (302) 984-6292  
Fax: (302) 658-1192

*Attorneys for Defendants Walgreens  
Boots Alliance, Inc. and Victoria  
Merger Sub, Inc.*

**SKADDEN, ARPS, SLATE,  
MEAGHER & FLOM LLP**

By: /s/ Jennifer C. Voss  
Robert S. Saunders (#3027)  
Jennifer C. Voss (# 3747)  
Cliff C. Gardner (#5295)  
Jessica R. Kunz (# 5698)  
One Rodney Square  
P.O. Box. 636  
Wilmington, DE 19899  
Tel.: (302) 651-3000  
Fax: (302) 574-3001

*Attorneys for Defendants Rite Aid  
Corporation, John T. Standley, Joseph B.  
Anderson, Jr., Bruce G. Bodaken, David  
R. Jessick, Kevin E. Lofton, Myrtle S.  
Potter, Michael N. Regan, Frank A.  
Savage and Marcy Syms*

DATED: May 10, 2016

**APPROVED AND SO ORDERED** this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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CHANCELLOR ANDRE G. BOUCHARD

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Andre G Bouchard

**File & Serve**

**Transaction ID:** 58910247

**Current Date:** May 11, 2016

**Case Number:** 11663-CB

**Case Name:** CLOSED CONS W/11698-CB,11707-CB,11708-CB,11711-CB,11716-CB,11725-CB,11771-CB IN RE RITE AID CORPORATION STOCKHOLDERS LITIGATION

**Court Authorizer:** Bouchard, Andre G

**Court Authorizer**

**Comments:**

The notice must state that the Court has not been asked to review, and will pass no judgment on, the payment or amount of the \$75,000 agreed-upon fee or its reasonableness.

/s/ **Judge Bouchard, Andre G**